

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

137	8709
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SEC US	SE ONLY
Prefix	Serial
DATE R	ECEIVED
	Ì

Name of Offering (check if this is an amendm	nent and name has cl	hanged and indi	cate change)			
Private Placement of Class B Preferred				bility compa	ny interests.	
	Rule 504	Rule 505	Rule 5			ULOE
	A. BASIC I	DENTIFICAT	ON DATA		AND JARN AAND JARD KAD AAN AA	
1. Enter the information requested about the issu	ier		• , ,			
Name of Issuer (☐ check if this is an amendm ConvergEx Holdings, LLC	ent and name has ch	anged, and indic	ate change.)		07072046	
Address of Executive Offices (Nu	mber and Street, Cit	y, State, Zip Coo	le)	Те	01012040	
1633 Broadway, 48th Floor, New York	, NY 10019			(212) 46	8-7700	
Address of Principal Business Operations (Nu (if different from Executive Offices)	mber and Street, Cit	y, State, Zip Coo	le)	Telephone No	imber (Including Ar	ea Code)
Brief Description of Business				 -		PROCE
Holding company (investment in securi	ities of its subsidia	ries).				1111 10
Type of Business Organization						30L 19
= · =	limited partnership, limited partnership,	•		other (plea	ase specify): Liability Company	PROCE JUL 19 THOMSO FINANCI
Actual or Estimated Date of Incorporation or Or		Month 6	Year 20 06	Actual	☐ Estimated	· maynaCi
Jurisdiction of Incorporation or Organization: (E	Enter two-letter U.S. CN for Canada; FN f			State:	_	
GENERAL INSTRUCTIONS						
Federal: Who Must File: All issuers making an offering o 15 U.S.C. 77d(6).	of securities in relian	ce on an exempt	ion under Regu	lation D or Se	ction 4(6), 17 CFR 2	30.501 et seq. or
When To File: A notice must be filed no later the Securities and Exchange Commission (SEC) on tafter the date on which it is due, on the date it was	the earlier of the date	it is received by	the SEC at th	e address giver	below or, if receive	
Where To File: U.S. Securities and Exchange Co	ommission, 450 Fifth	n Street, N.W., V	ashington, D.	C. 20549.		
Copies Required: Five (5) copies of this notice nemust be photocopies of the manually signed copy	nust be filed with the	e SEC, one of wh			. Any copies not ma	mually signed
Information Required: A new filing must contain changes thereto, the information requested in Par Appendix need not be filed with the SEC.						
Filing Fee: There is no federal filing fee.						
State: This notice shall be used to indicate reliance on the ULOE and that have adopted this form. Issuers rare to be, or have been made. If a state requires the accompany this form. This notice shall be filed in this notice and must be completed.	relying on ULOE mu the payment of a fee	ist file a separate as a precondition	notice with the to the claim i	e Securities Actor the exemption	Iministrator in each on, a fee in the prope	state where sales er amount shall
	ΔΤ	TENTION				
Failure to file notice in the appropriate sta appropriate federal notice will not result in filing of a federal notice.	ates will not resul	t in a loss of t	he federal ex			

		A. BASIC IDENTI	FICATION DATA		
2. Enter the information requ	uested for the followi	ng:			•
· Each promoter of the is	ssuer, if the issuer has	s been organized within the	e past five years;		
 Each beneficial owner issuer; 	having the power to	vote or dispose, or direct th	ne vote or disposition of, 10%	or more of a clas	s of equity securities of the
· Each executive officer	and director of corpo	orate issuers and of corpora	te general and managing part	tners of partnership	o issuers; and
 Each general and mans 	aging partner of partn	ership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, it	findividual)				
GTCR Fund Fund V	/III AIV, L.P.				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			10000
c/o GTCR Golder R	launer II, L.L.C.,	6100 Sears Tower, C	hicago, IL, 60601		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	findividual)		18 18 1 1 11 18		
The Bank of New Y	ork Company, In	ıc.			
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
1 Wall Street, New	York, New York,	, 10286			
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Van Saun, Bruce					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
1 Wall Street, New	York, New York,	, 10286			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, it	findividual)				
Brueckner, Richard					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
1 Wall Street, New	York, New York	, 10286			
Check Box(es) that Apply:	Promoter	⊠ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, if	findividual)				
McLaughlin, Sean F	P.				
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
12 Farnsworth Stree	et, Boston, MA, 0	2110			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Cahaly, John					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
12 Farnsworth Stree	et, Boston, MA, 0	2110			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Last name first, it	f individual)				
Roche, Collin E.					
Business or Residence Addre	ss (Number and Stree	t, City, State, Zip Code)			
6100 Sears Tower,	Chicago, IL, 6060	01			

Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if in	dividual)										
Mihas, Constantine S.											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
6100 Scars Tower, Chicago, IL, 60601											
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☑ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if in	dividual)	· · · · · · · · · · · · · · · · · · ·									
Dunn, Barry R.											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
6100 Scars Tower, Ch	icago, IL, 6060)1									
Check Box(es) that Apply:	Promoter	Beneficial Owner		□ Director	General and/or Managing Partner						
Full Name (Last name first, if in	idividual)										
Velli, Joseph M.				•							
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
1633 Broadway, 48th	Floor, New Yo	rk, NY 10019									
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	⊠ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if in	dividual)										
Rappold, Charles E.											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
1633 Broadway, 48th	Floor, New Yo	rk, NY 10019									
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, if in	dividual)										
Springer, Christopher											
Business or Residence Address	(Number and Stree	t, City, State, Zip Code)									
1633 Broadway, 48th	Floor, New Yo	rk, NY 10019									

				В.	INFORMA	TION ABO	UT OFFEI	UNG				
1. Has t	he issuer s	old, or doe			sell, to non-					•••••	Yes	No
2. Wha	t is the min	imum inve	stment that	t will be ac	cepted from	n anv indiv	ridual?				. \$1,000	
2. What is the minimum investment that will be accepted from any individual?											Yes	No 🖂
3. Does the offering permit joint ownership of a single unit?											. 🗆	\boxtimes
comi offer and/o	mission or a ing. If a pe or with a sta	similar ren erson to be ate or state	nuneration listed is an s, list the n	for solicita associated arne of the	who has be tion of pure I person or broker or cou ou may set	chasers in o agent of a dealer. If m	connection broker or d fore than fi	with sales lealer regist ve (5) perso	of securitie tered with t ons to be li	the SEC sted are		
Full Na	me (Last na	ame first, it	f individua	l)								
Busines	s or Reside	nce Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coc	le)					
Name o	f Associate	d Broker o	r Dealer									
					ends to Soli						🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]
Full Na	me (Last na	ame first, i	f individua	1)			-					
Busines	s or Reside	ence Addre	ss (Numbe	r and Stree	t, City, Sta	te, Zip Coo	le)			-		· ·
Name o	f Associate	ed Broker o	or Dealer			<u>.</u>	-					
					ends to Sol							l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	(DE)	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	(OK) (WI)	[OR] [WY]	[PA] [PR]
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	`	· · · · ·					····					
Busines	s or Reside	ence Addre	ss (Numbe	er and Stree	et, City, Sta	ite, Zip Co	de)					
Name o	f Associate	ed Broker o	or Dealer									
					ends to Sol						🔲 Al	l States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[D]
[L]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT] [RΠ]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	(PA) (PR)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold \$0.00 Debt.... \$50,850,004 \$50,850,004 Equity Common □ Preferred Convertible Securities (including warrants) \$0.00 \$0.00 Partnership Interests \$0.00 \$0.00 Other (Specify ____) \$0.00 \$0.00 \$50,850,004 Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount Investors of Purchases 106 \$50,850,004 Accredited Investors. Non-accredited Investors **\$**0 Total (for filings under Rule 504 only) \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Type of Offering Security Sold Rule 505 \$ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. □ \$ \$808,297 Legal Fees. Accounting Fees. \boxtimes \$388,000 Engineering Fees Sales Commission (specify finders' fees separately) \bowtie \$8,570,875 Other Expenses (identify) Consulting Fees Total \$9,767,172

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE	3, NUMBER OF INVESTORS, EXPENSES AND	D USE OF	PROCEEDS	
b.	and total expenses furnished in response	ate offering price given in response to Part C - to Part C - Question 4.a. This difference is th	e "adjuste	d	\$41,082,832
5.	for each of the purposes shown. If the a and check the box to the left of the es	ed gross proceeds to the issuer used or propose amount for any purpose is not known, furnish stimate. The total of the payments listed mu- forth in response to Part C – Question 4.b abo	an estima st equal t	ate	
				Payments to Officers, Directors & Affiliates	Payments To Others
	Salaries and fees		🗆	\$	□ <u>\$</u>
	Purchase of real estate			\$	<u> </u>
	Purchase, rental or leasing and instal	llation of machinery and equipment		\$	□ <u>\$</u>
	Construction or leasing of plant buil-	dings and facilities	🗆	<u>s</u>	□ <u>\$</u>
	offering that may be used in exchang	luding the value of securities involved in this ge for the assets or securities of another issuer		s	\$41,082,832
	Repayment of indebtedness			\$	□ s
	Working capital			S	<u> </u>
	Other (specify):			\$	□ <u>\$</u>
				\$	□ <u>\$</u>
	Column Totals		🗆	\$	\$41,082,832
	Total Payments Listed (column total	s added)	,	<u>\$41</u>	,082,832
		D. FEDERAL SIGNATURE			
foll	owing signature constitutes an undertakin	igned by the undersigned duly authorized pers g by the issuer to furnish to the U.S. Securities by the issuer to any non-accredited investor p	s and Excl	nange Commissio	on, upon written
Issu	er (Print or Type)	Signature	7	Date	
Con	vergEx Holdings, LLC	Marles Kappala		July 2, 2007	
Nar	ne of Signer (Print or Type)	Title of Signer (Print or Type)			·
Cha	rles E. Rappold	Vice Chairman and Chief Operating Officer			

ATTENTION-

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

•				-
	E. STATE SIGNATURE			
	2 presently subject to any of the disqualification provision		Yes	No ⊠
	See Appendix, Column 5, for state response.			
2. The undersigned issuer hereby undertake: Form D (17 CFR 239.500) at such times a	s to furnish to any state administrator of any state in whas required by state law.	ich this notice is fi	led, a noti	ice on
3. The undersigned issuer hereby undertake issuer to offerees.	es to furnish to the state administrators, upon written r	equest, information	n furnishe	ed by the
Limited Offering Exemption (ULOE) of	e issuer is familiar with the conditions that must be satis the state in which this notice is filed and understands the lishing that these conditions have been satisfied.			
The issuer has read this notification and knowndersigned duly authorized person.	ows the contents to be true and has duly caused this no	tice to be signed o	on its beha	alf by the
Issuer (Print or Type)	Siggature / /	Date		
ConvergEx Holdings, LLC	Charles Kappold	July 2, 2007		
Name of Signer (Print or Type)	Title of Signer (Print or Type)			
Charles E. Rappold	Vice Chairman and Chief Operating Officer			

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3				Disquali under Sta		
	Intend	to sell	Type of security and aggregate		(if yes,	attach			
	to non-ac		offering price			investor and		explana	ation of
	investors (Part B-		offered in state (Part C-Item 1)		amount pur (Part (chased in State C-Item 2)		waiver granted) (Part E-Item 1)	
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA									
со									
СТ		⊠	55.54241 Class B Preferred Units with an aggregate offering price of \$55,542.41.	6	\$55,542.41				⊠
DE									
DC									
FL									
GA		⊠	3.47167 Class B Preferred Units with an aggregate offering price of \$3,471.67	1	\$3,471.67		·		
НІ									
ID									
几		⊠	23260.4384 Class B Preferred Units with an aggregate offering price of \$23,260,438.40. 34,239.5966 Class C Common Units with an aggregate offering price of \$12,241,674.39.	17	\$35,502,112.79				⊠
IN									
IA									
KS									
KY									
LA									
ME									0
MD									

APPENDIX

1	2 3 4								5
	Intend to non-ac investors (Part B	to sell ceredited s in State	Type of security and aggregate offering price offered in state (Part C-Item 1)		amount pur	investor and chased in State C-Item 2)		Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited		Number of Non-Accredited	A		No
MA		No ⊠	665.24075 Class B Preferred Units with an aggregate offering price of \$665,240.75.	Investors 14	Amount \$665,240.75	Investors	Amount	Yes	NO
MI									
MN									
MS									
МО									
MT									
NE									
NV									
NH									
Ŋ		×	610.66701 Class B Preferred Units with an aggregate offering price of \$610,667.01.	31	\$610,667.01		200		×
NM									
NY		×	12064.17285 Class B Preferred Units with an aggregate offering price of \$12,064,172.85.	35	\$12,064,172.85				Ø
NC		×	34.71672 Class B Preferred Units with an aggregate offering price of \$34,716.72	1	\$34,716.72				×
ND									
ОН									
OK									
OR									
PA									
RI									
SC								Ö	
SD									
TN									

APPENDIX

1	- 2	2	3			4		,	5	
			Type of security						Disqualification under State ULOE	
	Intend	to sell	and aggregate					(if yes,	, attach	
		ccredited	offering price			investor and			ation of	
		s in State	offered in state			chased in State			granted)	
	(Part B	-Item 1)	(Part C-Item 1)		(Part	C-Item 2)		(Part E	-Item 1)	
		Į		Number of	1	Number of		ļ	[[
_				Accredited		Non-Accredited				
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No	
TX					_					
UT										
VT							_			
VA		⊠	1,914.07966 Class B Preferred Units with an aggregate offering price of \$1,914,079.66	1	\$1,914,079.66				×	
WA				_	1					
wv										
WI										
WY										
PR										

